

**MINUTES OF FIRST COMBINED MEETING
OF BOARD OF DIRECTORS AND MEMBERS
OF 3 RIVERS BICYCLE COALITION**

The first combined meeting of the board of directors and members of the corporation (hereafter 3RBC) was held in Kennewick, Washington on the 16th day of March, 2010.

The incorporators, Jeffrey C. Petersen and John Ittner determined that interested parties and initial directors, officers and members were present and that business could be properly conducted. Jeff Petersen assumed chairmanship of the combined meeting.

The meeting agenda was set as follows:

- Appoint corporation officers;
- Review and approve Bylaws;
- Propose additional Directors to be appointed at next meeting;
- Set agenda for next 3RBC meeting.

The chairman reported that Articles of Incorporation had been filed with the Secretary of State of the State of Washington and that a Certificate of Incorporation had been issued on February 22, 2010. Jeffrey C. Petersen was identified as registered agent of this corporation.

The first order of business was the nomination and election for officers. Upon motion being first made and seconded, a unanimous vote was cast for the election of the following named individuals to the offices indicated, to wit:

Jeffrey C. Petersen	President
John P. Ittner	Secretary/Treasurer

The next order of business was the consideration of the adoption of By Laws for the corporation. A set of By Laws was presented, discussed and analyzed, and upon a proper motion and second, and upon a unanimous vote, the presented By Laws were adopted as the By Laws of this corporation, and the Secretary was instructed to maintain the same in the corporate books and records.

Upon a motion being first made and seconded, the following resolution was unanimously adopted, to wit:

BE IT RESOLVED that the 3 Rivers Bicycle Coalition has decided to elect section 501(c)(3) status with the Internal Revenue Service. The officers of the

corporation along with the corporate accountant will coordinate that election in a timely fashion.

Upon a motion being first made and seconded, the following resolution was unanimously adopted, to wit:

BE IT RESOLVED that the acts and actions of the incorporators, Jeffrey C. Petersen and John Ittner be, and the same are, hereby ratified and confirmed.

The next order of business was the nomination of directors to control and manage the affairs of the corporation. Upon motion being first made and seconded, a unanimous vote was cast for the nomination of the following named individuals to the directorships indicated, to wit:

Name	Title	Position
Jeffrey C. Petersen	Director	Position 1
John P. Ittner	Director	Position 2
Steven Cimmiyotti	Director	Position 3
Douglas Strong	Director	Position 4
Andrew Miller	Director	Position 5
Matthew Moeller	Director	Position 6
Damion J. Miller	Director	Position 7
Mark Showalter	Director	Position 8
[to be determined]	Director	Position 9

The action to appoint the new Board members is subject to each agreeing to comply with the responsibilities of Board members as defined in the by-laws and agreeing to receiving notices and information related to the 3 Rivers Bicycle Coalition by e-mail. Therefore, we need to provide the final by-laws and notice to sign prior to the Board meeting with executed copies collected at the Board meeting.

Jeff Petersen volunteered to open a banking account for the corporation at GESA Credit Union.

Jeff Petersen and John Ittner discussed the agenda for the next meeting of the 3RBC. The preliminary agenda was set as follows:

- Ratify the nominations and elect Directors of 3RBC;

- Discuss and firm up team leader assignments for the “Five ‘E’ s”, as described in Article 3 of the By Laws. Proposed assignments for the purpose of discussion are:

Engineering	John Ittner
Education	Damion Miller, Matt Moeller
Encouragement	Mark Showalter, Steve Cimmiyotti
Enforcement	Andy Miller
Evaluation & Planning	Doug Strong, Damion Miller

- Discuss and adopt slogan, proposed as “Get Fit – Have Fun – Cycle Tri-Cities”;
- Discuss creation of logo for publications and website;
- Discuss Share The Road campaign and brochure;
- Discuss Share The Road sign placement (urgent task since allocated funds must be spent before June 30, 2010);
- Press release and public relations campaign to announce creation of 3RBC;
- Discuss concept and propose structure of membership classifications;
- Discuss obtaining insurance for 3RBC activities (proposal to join League of American Bicyclists and avail the corporation of LAB’s insurance coverage);
- Date, time and location of next meeting, plus preliminary agenda for next meeting.

No further business appearing, this first combined meeting of directors and members was adjourned until the next appropriately called meeting of members or directors. These minutes read and approved, and notice of meeting waived.

(original signed & filed)
 JEFFREY C. PETERSEN
 Director/Member/President

(original signed & filed)
 JOHN P. ITTNER
 Director/Member/Secretary-Treasurer